

Steel Hector & Davis  
Miami, Florida

N95000002259

May 4, 1995

Division of Corporations  
409 East Gaines Street  
George Firestone Building  
Tallahassee, Florida 32399

Attn: New Filing Section

Re: Korea-American Society of South Florida, Inc.  
Our File No. 99997.0960

400001479524  
-05/08/95--01137--016  
\*\*\*\*122.50 \*\*\*\*122.50

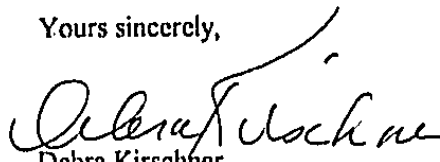
Dear Sir/Madam:

Enclosed please find Articles of Incorporation of Korea-American Society of South Florida, Inc., a Florida not-for profit corporation. Also enclosed is a photocopy of same, together with my firm's check in the amount of \$122.50. Said sum represents filing fees, fee for designation of registered agent and fee for certified copy.

Kindly return the certified copy to the attention of the undersigned as soon as possible.

Thank you for your attention.

Yours sincerely,

  
Debra Kirschner  
Legal Assistant

/dek  
(Encl.)

5/10

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY -8 PM 1:49

**ARTICLES OF INCORPORATION  
OF  
KOREA-AMERICAS SOCIETY OF SOUTH FLORIDA, INC.  
(A Not-for-Profit Corporation)**

---

The undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation not for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation is KOREA-AMERICAS SOCIETY OF SOUTH FLORIDA, INC.

**ARTICLE II**

A. This corporation is organized and shall be operated for purposes for which a corporation not for profit may be formed under the laws of the State of Florida and not for pecuniary profit or financial gain, but in no event shall this corporation be operated for purposes other than those permitted under Section 501(c)(4) of the United States Internal Revenue Code or corresponding sections of any prior or future law. It shall be operated primarily to promote friendship, mutual understanding and closer economic and cultural ties between Koreans and people of other ethnic groups living in South Florida.

B. The corporation shall have the power, either directly or indirectly, either along or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes.

C. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but not other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(4) of the United States Internal Revenue Code and its Regulations as the same now exist or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(4) of the United States Internal Revenue Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for purposes within those hereinabove set forth and within the intentment of Section 501(c) of the United States Internal Revenue Code and its Regulations as the same now exist or as they may be hereafter amended from time to time.

### ARTICLE III

#### MEMBERS

Members of the corporation shall be those interested in promoting the purposes of

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY -8 PM 1:09

corporation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time by the By-Laws and the Board of Directors of the corporation.

#### ARTICLE IV

##### TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE V

##### POST OFFICE ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: c/o Steel Hector & Davis, P.A., 200 South Biscayne Blvd., 41st Floor, Miami, Florida 33131, Attention: Burton A. Landy. The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VI

##### INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation as incorporators are:

Frederick C. Brenner	One S.E. Third Avenue Miami, Florida 33131
Sang Y. Whang	8445 S.W. 148th Drive Miami, Florida 33158
J. Lamar Merk	5600 N.W. 36th Street Miami, Florida 33166
Burton A. Landy	200 South Biscayne Blvd. Miami, Florida 33131
M. K. Moon	901 South Royal Poinciana Blvd. Miami Springs, Florida 33133

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY -8 PM 1:49

**ARTICLE VII**  
**MANAGEMENT**

The officers of the corporation shall be the Chairman, the Vice Chairman, the Secretary, the Treasurer and such other officers as the Board of Directors may appoint. Officers shall be appointed by the Board of Directors to serve for such terms as the Board of Directors may determine. The affairs of the corporation will be managed by the officers under policies established by the Board of Directors.

**ARTICLE VIII**  
**INITIAL OFFICERS**

The following named persons shall serve as officers of this corporation until their successors are elected:

Chairman	Frederick C. Brenner
Vice Chairman	Sang Y. Whang
Secretary/Treasurer	J. Lamar Merk

**ARTICLE IX**  
**DIRECTORS**

This corporation shall have ten (10) directors initially. The number of directors may be increased or diminished, from time to time, by the members in accordance with the provisions of the By-Laws of the corporation, but shall never be less than five (5). A majority of the directors shall at all times be persons competent to contract under the laws of the State of Florida.

The names and post office addresses of the members of the first Board of Directors who shall serve until successors are elected are:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
55 MAY - 9 PM 1:49

Mimi Hong Allen	Keyes Asset Management, Inc. One S.E. 3rd Avenue, 11th Floor Miami, Florida 33131
Peter Bauer	Young One America Corp. 10175 Collins Ave., Suite 201 Miami Beach, Florida 33154
Frederick C. Brenner	SunBank/Miami, N.A. One S.E. 3rd Avenue, 16th Floor Miami, Florida 33131
Lee C. Dickson	Florida International University 3000 N.E. 145th Street North Miami, Florida 33181-3600
Dr. Todd Kim	1616 West 28th Street Miami Beach, Florida 33140
Burton A. Landy	Steel Hector & Davis 200 South Biscayne Blvd., 41st Floor Miami, Florida 33131
Dr. Kyu-wan Lee	University of Miami School of Medicine P. O. Box 016960 Miami, Florida 33101
J. Lamar Merk	Florida/Korea Economic Cooperation Committee 5600 N.W. 36th Street, 6th Floor Miami, Florida 33166
M. K. Moon	Samshin, Inc. 901 South Royal Poinciana Blvd. Miami Springs, Florida 33166
Sang Y. Whang	Sang Whang Enterprises, Inc. 8445 S.W. 148th Drive Miami, Florida 33158

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
55 MAY -8 PM 1:49

#### ARTICLE X

#### BY-LAWS

The By-Laws of this corporation may be made, altered or rescinded by a majority of the

Board of Directors, or by the members in the manner provided for in the By-Laws. Any By-Laws adopted by the members may not be altered or rescinded by the Board of Directors.

#### ARTICLE XI

#### AMENDMENTS

Amendments to the Articles of Incorporation may be made by a majority vote of the Board of Directors, or by the members in the manner provided for in the By-Laws. Any amendment adopted by the members may not be altered or rescinded by the Board of Directors. Upon an amendment to the Articles of Incorporation being adopted, the amendment shall be filed with the Department of State in the manner provided by law.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
25 MAY -8 PM 1:49

IN WITNESS WHEREOF, the undersigned have subscribed to these Articles of Incorporation.

April 4, 1995  
(Date)

Friederick C. Brenner  
Friederick C. Brenner

April 5, 1995  
(Date)

Sang Y. Whang  
Sang Y. Whang

April 4, 1995  
(Date)

J. Lamar Merk  
J. Lamar Merk

4/4/95  
(Date)

Barton A. Landy  
Barton A. Landy

4/4/95  
(Date)

M. K. Moon  
M. K. Moon

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY -8 PM 1:49



STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF DADE       )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements at Miami, Dade County, Florida, personally appeared FREDERICK C. BRENNER, to me known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 4<sup>th</sup> day of APRIL, 1995.

Print type or stamp name of Notary Public  
Personally known ☒ OR Produced I.D. ☐  
Type and number of I.D. produced:  
\_\_\_\_\_

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:




OFFICIAL SEAL  
Maria Christina Del Campo  
My Commission Expires  
Dec. 10, 1996  
Comm. No. CC 245684

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
APR 11 1995  
8 PM

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF DADE       )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments at Miami, Dade County, Florida, personally appeared SANG Y. WHANG, to me known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 5<sup>th</sup> day of April, 1995.

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



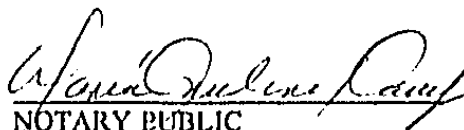
MYUNG K MOON  
STATE OF FLORIDA  
My Comm. Exp. 5/1/96

STATE OF FLORIDA       )  
                                      ) SS  
COUNTY OF DADE       )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments at Miami, Dade County, Florida, personally appeared J. LAMAR MERK, to me known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 4 day  
of APRIL, 1995.

Print type or stamp name of Notary Public  
Personally known ☐ OR Produced I.D. ☒  
Type and number of I.D. produced:  
FDL M620-472-30-139

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:

STATE OF FLORIDA       )  
                                      ) SS  
COUNTY OF DADE       )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments at Miami, Dade County, Florida, personally appeared BURTON A. LANDY, to me known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 4 day  
of APRIL, 1995.

Print type or stamp name of Notary Public  
Personally known ☐ OR Produced I.D. ☒  
Type and number of I.D. produced:  
ID FROM EXECUTIVE off of FLA. GOV.

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



OFFICIAL SEAL  
Maria Christina Del Campo  
My Commission Expires  
Dec. 10, 1996  
Comm. No. CC 245684

FILED  
SECRETARY OF STATE  
DIVISION OF NOTARIES  
MAY 11 - 9 1995

OFFICIAL SEAL  
Maria Christina Del Campo  
My Commission Expires  
Dec. 10, 1996  
Comm. No. CC 245684

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF DADE       )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments at Miami, Dade County, Florida, personally appeared M. K. MOON, to me known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 1 day  
of APRIL, 1995.

Print type:  
Personally known to Notary Public ☒  
Type and number of I.D. produced:  
FDL. M500-551-60-019-0.

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



OFFICIAL SEAL  
Maria Christina Del Campo  
My Commission Expires  
Dec. 10, 1996  
Comm. No. CC 245684

FILED  
SECRETARY OF STATE  
DIVISION OF RECORDS  
95 MAY -3 PM 1:49

CERTIFICATE OF REGISTERED AGENT  
OF  
KOREA-AMERICAS SOCIETY OF SOUTH FLORIDA, INC.  
(A Not-for-Profit Corporation)

Pursuant to Chapter 617.0501 of the Florida Statutes, the following is submitted, in compliance with said Act:

That Korea-Americas Society of South Florida, Inc., a not-for-profit corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Peninsula Registered Agents, Inc., located at 200 South Biscayne Boulevard, Suite #4874, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 27th day of April, 1995.

PENINSULA REGISTERED AGENTS, INC.

By: \_\_\_\_\_

Burton A. Landy, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY -9 PM 49